

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6581

GEORGE W. ROTHSCHILD
Vice President, General Counsel & Secretary

RECORDATION NO. 3854 Filed & Recorded

MAR 4 1977 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20525

Re: Equipment Trust Series 63
Recordation No. 3854

Dear Sir:

I transmit herewith:

(A) 4 original counterparts (2 for post-recordation return and 2 for the Commission's file) of Supplemental Agreement dated as of June 15, 1975, by and between Manufacturers Hanover Trust Company and General American Transportation Corporation (name changed to GATX Corporation on June 27, 1975) which Supplemental Agreement amends Equipment Trust Agreement dated as of June 1, 1966, by and between Manufacturers Hanover Trust Company, Trustee, and General American Transportation Corporation, creating General American Transportation Corporation Equipment Trust Series 63; and

(B) Check for \$10.00 to cover the recordation fee.

The Equipment Trust Agreement dated as of June 1, 1966 referred to in item (A) was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 2, 1966, Recordation No. 3854.

Please proceed with recordation of the Supplemental Agreement mentioned in item (A) pursuant to Section 20c of the Interstate Commerce Act and then return 2 copies to the undersigned.

The names and addresses of the parties to the transaction are as follows:

Trustee:

Manufacturers Hanover Trust Company
40 Wall Street
New York, New York 10015



Secretary of the Interstate
Commerce Commission
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Guarantor of Equipment Trust Certificates:

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

The Equipment covered by the enclosed Supplemental Agreement consists of railroad cars, subparagraph "(a)" of said agreement constituting a deletion from the list of Equipment headed "Schedule A - Description of Trust Equipment" forming part of said Equipment Trust Agreement dated as of June 1, 1966 and subparagraph "(b)" of said Supplemental Agreement constituting an addition to said list headed "Schedule A - Description of Trust Equipment". The AAR mechanical designations, if any, the number of each type, identifying initials and serial numbers are set forth in said Supplemental Agreement.

I am an executive officer of GATX Corporation having knowledge of the matters set forth herein.

Very truly yours,


George W. Rothschild
Vice President

End.

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 63

RECORDATION NO. 3854 ^D FILE & RETURN

MAR 4 1977 -3 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF JUNE 15, 1975
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JUNE 1, 1966

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of June 15, 1975, between Manufacturers Hanover Trust Company, a New York corporation, as Trustee, and General American Transportation Corporation, a New York corporation.

WHEREAS, the parties hereto entered into an Equipment Trust Agreement dated as of June 1, 1966 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 63, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 2, 1966, Recordation No. 3854; and

WHEREAS, the parties hereto entered into a Supplemental Agreement, dated as of August 15, 1966, amending Schedule A to the Agreement by deleting therefrom specified Tank Cars and substituting therefor other specified Tank Cars, which Supplemental Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 18, 1966, Recordation No. 3854-A; and

WHEREAS, the parties hereto wish to further amend Schedule A to the Agreement;

NOW, THEREFORE, the parties agree that Schedule A to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Equipment described in Schedule I hereto, and
- (b) substituting therefor the units of Equipment described in Schedule II hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate

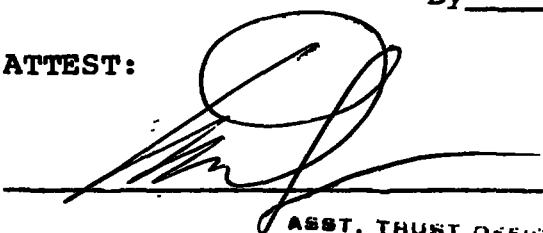
corporate names and their respective corporate seals
to be hereunto affixed, duly attested, as of June 15,
1975.

MANUFACTURERS HANOVER TRUST COMPANY

By


ASSISTANT VICE PRESIDENT

ATTEST:


ASST. TRUST OFFICER

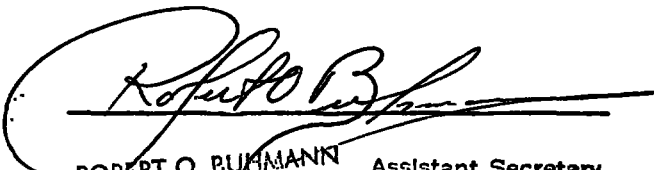
GENERAL AMERICAN TRANSPORTATION
CORPORATION

By


C. E. COYL

Vice President

ATTEST:


ROBERT O. BUERMANN

Assistant Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 23rd day of SEPTEMBER, 1975, before me personally appeared D. A. URSITTI, JR., to me personally known, who, being by me duly sworn, says that he is

of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

FRANCIS J. GRIPPO
Notary Public, State of New York
No. 43-4522535
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1976

* * * * *

STATE OF ILLINOIS)
) SS:
COUNTY OF C O O K)

On this 15th day of June, 1975, before me personally appeared C. E. COYL, to me personally known, who, being by me duly sworn, says that he is Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63

CARS TO BE REMOVED

QUANTITY	CLASSIFICATIONS	CAPACITY IN GALLONS	INITIALED AND CAR NUMBER	DATE INTO SERVICE	ORIGINAL COST	VALUE
1 Tank Car	ICC 111 A 60-W-1	8,000	GATX 71351	April 1966	\$ 10,148.00	\$ 11,148.73
1 Tank Car	ICC 111 A 60-W-1	8,000	GATX 71335	March 1966	10,148.00	11,110.28
1 Tank Car	ICC 111 A 60-W-1	8,000	GATX 88408	March 1966	10,799.00	11,385.09
1 Tank Car	ICC 111 A 60-W-1	8,000	GATX 71340	March 1966	10,148.00	11,110.28
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 88158	April 1966	10,542.00	11,581.58
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 88151	March 1966	10,542.00	11,581.58
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 88165	April 1966	10,542.00	11,581.58
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 20882	November 1965	10,383.00	11,292.66
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 80754	April 1966	9,920.00	10,898.24
1 Tank Car	ICC 111 A 60-W-1	10,000	GATX 20871	October 1965	10,383.00	11,253.04
1 Tank Car	ICC 111 A 100-W-1	10,000	GATX 74139	May 1966	10,640.00	11,729.55
1 Tank Car	ICC 111 A 100-W-1	10,000	GATX 74152	June 1966	10,640.00	11,769.86
12					\$ 124,835.00	\$ 136,442.47

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 63

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATIONS	CAPACITY IN GALLONS	INITIALED AND CAR NUMBER	DATE INFO SERVICE	DATE ACQUIRED	COST EACH	VALUE
1 Tank Car	DOT 103-W	10,000	GATX 3077	June 1964	September 1973	\$ 16,309.00	\$ 14,270.38
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 3045	June 1964	April 1973	13,084.00	11,448.50
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21911	September 1966	January 1968	16,333.00	11,362.09
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21912	September 1966	January 1968	16,333.00	11,362.09
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21913	August 1966	January 1968	16,633.00	11,644.44
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21914	August 1966	January 1968	16,333.00	11,362.09
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21915	August 1966	January 1968	16,333.00	11,362.09
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 21916	August 1966	January 1968	16,333.00	11,362.09
1 Tank Car	DOT 112 A 400-W	32,000	GATX 3625	October 1962	June 1971	8,690.00	6,517.50
1 Tank Car	DOT 112 A 400-W	32,000	GATX 3626	October 1962	June 1971	8,690.00	6,517.50
1 Airslide Car	LO	2,600 cu. ft.	GACX 44946	July 1964	March 1968	11,400.00	7,410.00
1 Airslide Car	LO	2,600 cu. ft.	GACX 44947	July 1964	March 1968	10,900.00	7,085.00
1 Airslide Car	LO	2,600 cu. ft.	GACX 44948	July 1964	March 1968	11,400.00	7,410.00
1 Airslide Car	LO	2,600 cu. ft.	GACX 44949	July 1964	March 1968	11,400.00	7,410.00
						\$ 190,171.00	\$ 136,523.77